

## ANNOUNCEMENT

### referring to the amendment of the Public Purchase Offer of shares issued by FONDUL PROPRIETATEA S.A.

at a price of 1 RON / share

approved by the Financial Supervisory Authority by Decision no. A/503/17.10.2013

**Issuer: FONDUL PROPRIETATEA S.A.**, a company established and operating according to the Romanian law, with the registered office in 78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania, registered at the Trade Registry J40/21901/2005 (hereinafter called "**Issuer**").

The share capital of the Issuer is 13,778,392,208 RON, divided into a number of 13,778,392,208 ordinary registered shares, issued in a dematerialized form, each share having a nominal value of 1 RON and giving equal rights. The main domain of activity of the Issuer is the one described by CAEN Code 6430 – mutual funds and other similar financial entities, and the main activity is financial investments - CAEN Code 6430.

**Bidder: FONDUL PROPRIETATEA S.A.**, a company established and operating according to the Romanian law, with the registered office in 78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania, registered at the Trade Registry J40/21901/2005 (hereinafter called the "**Bidder**").

The share capital of the Bidder is 13,778,392,208 RON, divided into a number of 13,778,392,208 ordinary registered shares, issued in a dematerialized form, each share having a nominal value of 1 RON and giving equal rights. The main domain of activity of the Bidder is the one described by CAEN Code 6430 – mutual funds and other similar financial entities, and the main activity is financial investments - CAEN Code 6430. The Bidder's investment objective is long-term capital appreciation via investment primarily in Romanian equities with strict adherence to the principles of value investing.

The Sole Administrator of the Bidder is Franklin Templeton Investment Management Limited United Kingdom, Bucharest Branch ("FTIML" or "Fund Manager"), effective since 29 September 2010.

In connection with the shares issued by Fondul Proprietatea S.A., the Bidder is not aware of the existence of other persons acting in concert with him regarding the Issuer.

**The Offer:** The Bidder intends to acquire through this Public Offer a number of up to 600,000,000 fully paid shares of the outstanding shares issued by the Issuer which are not in its property representing 4.3546% of the share capital of the Issuer.

The Public Offer is open to all natural and legal persons holding, during the offer period, shares issued by the Issuer.

The acquisition by the Bidder of shares under this Offer is part of the buy-back program approved by resolution of the extraordinary general shareholders' meeting of the Bidder no. 4/2012 dated 25 April 2012 published with the Official Gazette of Romania Part IV no. 1894 dated 10.04.2013 in view of the decrease of the share capital. After the finalization of the Public Offer, the Bidder intends to cancel the acquired shares and decrease its share capital with the corresponding book value of the cancelled shares.

#### **Intermediaries:**

**Banca Comerciala Romana S.A.**, with the registered office in Bucharest, Bd. Regina Elisabeta no. 5,

3<sup>rd</sup> District, Postal code 030016, registered at the Trade Registry under no. J40/90/1991, unique registration code 361757, registered in the Bank Registry under no. RB-PJR-40-008/18.02.1999, in CNVM Registry under no. PJR01INCR/400007/26.05.2006 and at the Register of personal data operators under no. 3776/2006, having FSA Certificate no. 152/22.05.2007, and

**WOOD & Company Financial Services a.s.**, with its registered seat in Prague, Palladium, Nam. Republiky 1079/1a, 110 00 Prague 1, Id. No. 26503808, entered into the Commercial Register with the Municipal Court in Prague, Section B, File 7484 (hereinafter called “**Intermediaries**”).

The commencement of the Public Offer was announced by announcement published on 11 October 2013 in Romania Libera and Bursa and on the websites of the Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)), the Intermediaries ([www.bcr.ro](http://www.bcr.ro) and [www.wood.cz](http://www.wood.cz)) and the Issuer’s website ([www.fondulproprietatea.ro](http://www.fondulproprietatea.ro)).

**In respect to the Public Offer period, the Bidder issued an Amendment to the Offer Document in accordance with the regulations in force approved by the FSA by decision no. A/503 dated 17.10.2013 through which the Public Offer period was extended until 14 November 2013 and the allocation rules were clarified.**

**The Offer is valid for a period of 23 (twenty-three) working days, between 15.10.2013 and 14.11.2013.**

The Offer Document and the Amendment to the Offer Document are freely available at the registered office of BANCA COMERCIALA ROMANA, respectively Bucharest, Bd. Regina Elisabeta no. 5, 3rd District, telephone 0373516558/16559/16560/16541, fax 021.302.59.93 and at the Bidder’s registered office, respectively 78-80 Buzesti Street (7th floor), District 1, Postal Code 011017, Bucharest, Romania , telephone 0212009600 and on the internet pages of Bucharest Stock Exchange ([www.bvb.ro](http://www.bvb.ro)), the Intermediaries’ websites, Banca Comerciala Romana ([www.bcr.ro](http://www.bcr.ro)), and Wood&Company Financial Services ([www.wood.cz](http://www.wood.cz)), as well as the Issuer’s website ([www.fondulproprietatea.ro](http://www.fondulproprietatea.ro)). The remaining information included in the tender announcement published on 11 October 2013 remains applicable and unchanged at the date of this Announcement.

BIDDER	INTERMEDIARIES	
<b>SC Fondul Proprietatea SA</b>	<b>BANCA COMERCIALA ROMANA S.A.</b>	<b>WOOD &amp; Company Financial Services a.s.</b>
Grzegorz Maciej Konieczny	Mr. Matei Filipidescu	Mr Vladimír Jaroš
_____	----- Executive Director, Corporate Finance & Investment Banking Department	_____ Chief Executive Officer
Franklin Templeton Investment Management Ltd United Kingdom Bucharest Branch, acting as sole director on behalf of S.C. FONDUL PROPRIETATEA S.A.	Mr. Adrian Rosoaga	
	_____ Supervisor Corporate Finance & Investment Banking Department	

